Jean L. Kiddoo Danielle Burt

Phone:

202.373.60DOCKET FILE COPY ORIGINAL

Fax:

202.373.6001

jean.kiddoo@bingham.com danielle.burt@bingham.com

June 28, 2007

Via Courier

FILED/ACCEPTED

JUN 28 2007

Marlene H. Dortch, Secretary Federal Communications Commission Office of the Secretary 445 12th Street, S.W. Washington, D.C. 20554

Federal Communications Commission Office of the Secretary

Re: WC Docket No. 06-228, File Nos. ITC-T/C-20061219-00578 and ITC-T/C-20061219-00579 and File No. 0002987567: Notification Regarding Transfer of Control of First Communications, LLC and Xtension Services, Inc.

Dear Ms. Dortch:

In the above-referenced proceedings, First Communications, Inc. ("FCI"), First Communications, LLC ("First Communications") and Xtension Services, Inc. ("Xtension") (collectively "Companies"), agreed to notify the Commission if any entity acquired 10 percent or more of the shares of FCI. Accordingly, the Companies hereby notify the Commission that Gores will acquire an interest in FCI above 10 percent.

Specifically, the Companies, through their undersigned counsel, advise the Commission that Gores FC Holdings, Inc. ("Gores") will hold a 9.9 percent interest in FCI upon consummation of the transfer of control of First Communications and Xtension to FCI and will also obtain non-voting shares of common stock that will convert to voting shares upon receipt of certain state approvals, giving Gores a total voting interest in FCI of 13.1 percent.1

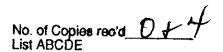
Boston Hartford Hong Kong London Los Angeles New York Orange County San Francisco Santa Monica Silicon Valley Tokyo Walnut Creek Ware

Bingham McCutchen LLP 2020 K Street NW Washington, DC 20006-1806

202,373,6000 202.373.6001 bingham.com

At closing, Gores will also acquire certain warrants that, if fully exercised, would increase its interest up to 35.6 percent and will also obtain rights to appoint a majority of the board of directors, giving it de facto control of FCI. The exercise of those warrants and the right to appoint a majority of the FCI Board are conditioned upon receipt of required federal and state regulatory approvals. Since the applications filed by FCI in WC Docket No. 06-228, File No. ITC-T/C-20061219-00578, File No. ITC-T/C-20061219-00579, and File No. 0002987567 did not contemplate or seek approval of transfer of control of FCI to Gores, the transfer will require Commission approval.

(Footnote Continued on Next Page.)



Marlene H. Dortch, Secretary June 28, 2007 Page 2

The Companies provide the following information about the ownership of Gores:

Name:

Gores FC Holdings, LLC

Address:

10877 Wilshire Boulevard, Suite 1805

Los Angeles, California 90024

Citizenship:

U.S.

Percentage Owned:

9.9%, increasing to 13.1%

Principal Business:

Holding Company

(1) The following entities will own or control ten percent (10%) or more of the equity of Gores FC Holdings, LLC:

Name:

Gores Alternative Investments I, L.P.

Address:

10877 Wilshire Boulevard, 18th Floor

Los Angeles, CA 90024

Citizenship:

U.S.

Ownership:

44.1%

Principal Business:

Investment Fund

Name: Address:

Gores Alternative Investments II, L.P. 10877 Wilshire Boulevard, 18th Floor

Los Angeles, CA 90024

Citizenship:

U.S.

Ownership:

20.76%

Principal Business:

Investment Fund

Name:

Gores Co-Invest Partnership, L.P.

Address:

10877 Wilshire Boulevard, 18th Floor

Los Angeles, CA 90024

Citizenship:

U.S.

Ownership:

22.5%

Principal Business:

Investment Fund

(Footnote continued from Previous Page.)

Accordingly, the parties intend to promptly file an application to seek FCC approval prior to the transfer of *de facto* control of FCl to Gores.

Marlene H. Dortch, Secretary June 28, 2007 Page 3

Name:

Gores Capital Advisors, LLC

Address:

10877 Wilshire Boulevard, 18th Floor

Los Angeles, CA 90024

Citizenship:

U.S.

Ownership:

10%

Principal Business:

Private Equity/Mergers & Acquisitions

(2) The following entity will own or control Gores Alternative Investments I, L.P., Gores Alternative Investments II, L.P., and Gores Co-Invest Partnership, L.P.:

Name:

Gores Capital Advisors, LLC

Address:

10877 Wilshire Boulevard, 18th Floor

Los Angeles, CA 90024

Citizenship:

U.S.

Ownership:

General Partner (all three limited partnerships)

Principal Business:

Private Equity/Mergers & Acquisitions

(3) The following entity will own or control Gores Capital Advisors, LLC:

Name:

The Gores Group, LLC

Address:

10877 Wilshire Boulevard, 18th Floor

Los Angeles, CA 90024

Citizenship:

U.S.

Ownership:

Managing Member

Principal Business:

Private Equity/Mergers & Acquisitions

(4) The following entity will own or control **The Gores Group**, **LLC**:

Name:

Alec E. Gores

Address:

c/o Gores Technology Group, LLC

10877 Wilshire Boulevard, 18th Floor

Los Angeles, CA 90024

Citizenship:

U.S.

Ownership:

Managing Member

Principal Business:

Individual

No other entity holds a 10% or greater direct or indirect interest in Gores.

Marlene H. Dortch, Secretary June 28, 2007 Page 4

An original and four (4) copies of this letter are enclosed. Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed, stamped envelope provided. Should you have any questions, please do not hesitate to contact the undersigned.

Respectfully submitted,

Jean L. Kiddoo Danielle Burt

cc: Gail Cohen (WCB)

Sumita Mukhoty (ÍB) Linda Ray (WTB)

nielle Burt